

**BALL JANIK LLP**

A T T O R N E Y S

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WASHINGTON, D.C. 20005

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RECORDATION NO. 15599-G FILED

NOV 25 '98 2-14 PM

lgitomer@bjllp.com

LOUIS E. GITOMER  
OF COUNSEL  
(202) 466-6532

November 25, 1998

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Partial Release of Collateral, a secondary document, dated as of November 24, 1998. The primary document to which this is connected is recorded under Recordation No. 15599. We request that this document be recorded under Recordation No. 15599-G.

The names and addresses of the parties to the Partial Release of Collateral are:

Secured Party:

Southdown Financing, Inc.  
1200 Smith Street  
Houston, TX 77002

Debtor:

Southdown, Inc.  
1200 Smith Street  
Houston, TX 77002

*Counterparty of J. Williams*

BALL JANIK LLP

Honorable Vernon A. Williams  
November 25, 1998  
Page 2

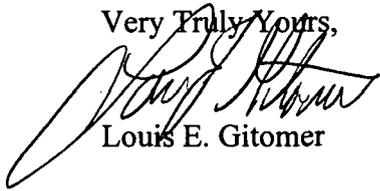
A description of the equipment covered by the Partial Release of Collateral consists of 20 covered hopper cars numbered SDWX 10019-10030, inclusive, 10032-10035, inclusive, and 10038-10041, inclusive.

A fee of \$26.00 is enclosed. Please return one original of the document to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the document to appear in the index follows: a Partial Release of Collateral between Southdown Financing, Inc., 1200 Smith Street, Houston, TX 77002, and Southdown, Inc., 1200 Smith Street, Houston, TX 77002 covering 20 covered hopper cars numbered SDWX 10019-10030, inclusive, 10032-10035, inclusive, and 10038-10041, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Date: 11/25/98

Louis E. Gitomer  
Ball Janik LLP  
1455 F Street, NW., Ste. 225  
Washington, DC., 20006-2973

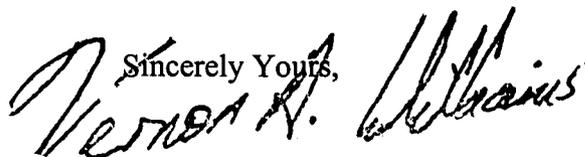
Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301

and 49 CFR 1177.3(c), on 11/25/98 at 2:14PM, and

assigned recordation number(s). 15599-G, 15600-J and 21809.

Sincerely Yours,



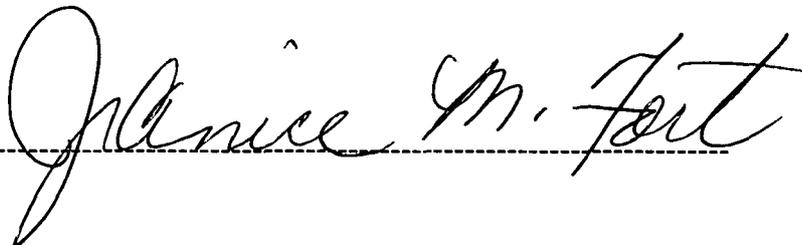
Vernon A. Williams

Enclosure(s)

78.00

\$\_\_\_\_\_ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



RECORDATION NO. 15599-6 FILED

NOV 25 '98

2-14 PM

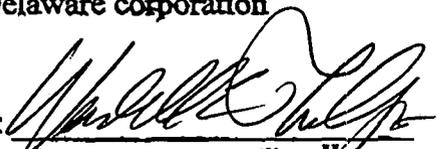
**PARTIAL RELEASE OF COLLATERAL**

**THIS PARTIAL RELEASE OF COLLATERAL**, dated as of November 24, 1998 (this "Partial Release"), is executed by **SOUTHDOWN FINANCING, INC.**, a Delaware corporation ("Secured Party"). Secured Party and Southdown, Inc., a Louisiana corporation and successor by merger to Southwestern Portland Cement Company, a Delaware corporation ("Debtor"), are parties to that certain Security Agreement, dated as of April 5, 1988, and recorded with the Interstate Commerce Commission on April 22, 1988 (Recordation Number 15599).

Secured Party hereby releases its security interest in after acquired property created by section three of the Security Agreement for 20 hopper cars numbered SDWX 10019-10030, inclusive, 10032-10035, inclusive, and 10038-10041, inclusive. Except as expressly modified and amended by this Partial Release, the provisions of the Security Agreement shall remain in full force and effect in accordance with their original terms.

Secured Party has executed this Partial Release as of the date first set forth above.

**SOUTHDOWN FINANCING, INC.**,  
a Delaware corporation

By:   
Title: **Marshall E. Phillips, II**  
Asst. Secretary

**ACKNOWLEDGED AND ACCEPTED:**

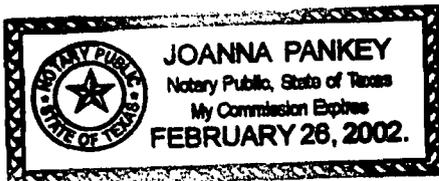
**SOUTHDOWN, INC.**  
a Louisiana corporation

By:   
Title: **Vice President and Treasurer**

STATE OF TEXAS )  
 ) ss  
COUNTY OF HARRIS )

On November 24, 1998, before me, the undersigned, a Notary Public in and for said State, personally appeared Thomas E. Daman, personally known to me (or proved to me on basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

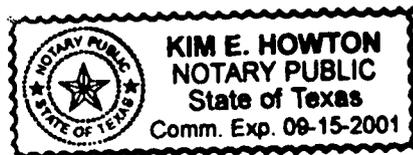


*Joanna Pankey*  
Notary Public in and for Said State

STATE OF TEXAS )  
 ) ss  
COUNTY OF HARRIS )

On 11-24-98, before me, the undersigned, a Notary Public in and for said State, personally appeared WE Phillips, personally known to me (or proved to me on basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



*Kim E. Howton*  
Notary Public in and for Said State